

Fill in this information to identify the case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXASCase number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name STW Resources Holding Corp.
2. All other names debtor used in the last 8 years dba STW Pipeline Maintenance & Construction
 Include any assumed names, trade names and *doing business as* names
3. Debtor's federal Employer Identification Number (EIN) 2 6 - 1 9 4 5 7 4 3
4. Debtor's address

Principal place of business <u>5307 E. Mockingbird Lane</u> <small>Number Street</small> <u>5th Floor, Mockingbird Station</u> <u>Dallas TX 75206</u> <small>City State ZIP Code</small> <u>Dallas</u> <small>County</small>	Mailing address, if different from principal place of business <hr/> <small>Number Street</small> <hr/> <small>P.O. Box</small> <hr/> <hr/> <hr/> <small>City State ZIP Code</small> Location of principal assets, if different from principal place of business <u>Midland, Texas</u> <small>Number Street</small> <hr/> <hr/> <hr/> <small>City State ZIP Code</small>
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------
5. Debtor's website (URL) http://www.stwresources.com/
6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor **STW Resources Holding Corp.**

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☒ No☐ Yes. Debtor _____ Relationship _____

District _____ When _____

MM / DD / YYYY

Case number, if known _____

Debtor _____ Relationship _____

District _____ When _____

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?*Check all that apply:*☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** *(Check all that apply.)*☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?**

Number _____ Street _____

City _____

State _____

ZIP Code _____

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*☒ Funds will be available for distribution to unsecured creditors.☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

Debtor **STW Resources Holding Corp.**

Case number (if known) _____

- 14. Estimated number of creditors**
- | | | |
|---------------------------------------------|----------------------------------------|--------------------------------------------|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |
- 15. Estimated assets**
- | | | |
|-----------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input checked="" type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |
- 16. Estimated liabilities**
- | | | |
|------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Part X: Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **08/02/2016**

MM / DD / YYYY

X /s/ Alan Murphy

Signature of authorized representative of debtor

Alan Murphy

Printed name

Title **Chief Executive Officer**

18. Signature of attorney

X /s/ Michael S. Mitchell

Signature of Attorney for Debtor

Date **08/02/2016**

MM / DD / YYYY

Michael S. Mitchell

Printed name

DeMarco Mitchell, PLLC

Firm Name

1255 West 15th St., 805

Number Street

Plano

City

TX

State

75075

ZIP Code

Contact phone **(972) 578-1400**

Email address **mike@demarcomitchell.com**

00788065

Bar number

State

**CERTIFICATION OF RESOLUTIONS PASSED DURING A TELEPHONIC
MEETING OF THE BOARD OF DIRECTORS OF STW RESOURCES HOLDING
CORP.**

On July 18, 2016, at 11:12 AM, a telephonic Board Meeting of the Directors of STW Resources Holding Corp., a corporation of the State of Nevada (the "Corporation"), was held. All Members of the Board were present on the call and a Quorum was announced by the Chairman. All Board members present voted to authorize and approve the actions set forth in the following resolutions and consented to the following actions of this Corporation, which actions are hereby deemed effective as of the date hereof:

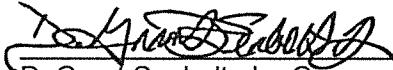
BANKRUPTCY FILING AUTHORIZATION

RESOLVED: That that Company is authorized to file for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code for STW Resources Holding Corp. at a time to be determined by the officers of the Corporation.

FURTHER RESOLVED: That that Company is authorized to file for bankruptcy protection under Chapter 11 or Chapter 7 of the U.S. Bankruptcy Code for the Corporation's subsidiary limited liability companies: Living Water Process & Technology Solutions, LLC (formerly known as STW Water Process & Technologies, LLC), STW Pipeline Maintenance & Construction, LLC; STW Oilfield Construction, LLC; and STW Energy Services, LLC, at times to be determined by the officers of the Corporation.

RESOLVED FURTHER: That each of the officers of the Corporation be, and they hereby are, authorized and empowered to execute and deliver such documents, instruments and papers and to take any and all other action as they or any of them may deem necessary or appropriate of the purpose of carrying out the intent of the foregoing resolutions and the transactions contemplated thereby; and that the authority of such officers to execute and deliver any such documents, instruments and papers and to take any such other action shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

ATTEST:



D. Grant Seabolt, Jr., Corporate Secretary
Dated: July 22, 2016

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re **STW Resources Holding Corp.**

Case No. _____

Chapter **11**

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **000-52654**.
2. The following financial data is the latest available information and refers to the debtor's condition on **3/31/2016**.
- | | | |
|-----------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------|
| a. Total assets | <u>(\$874,495.32)</u> | |
| b. Total debts (including debts listed in 2.c., below) | <u>\$17,271,656.11</u> | |
| c. Debt securities held by more than 500 holders: | | Approximate
number of
holders: |
| secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> _____ | | _____ |
| secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> _____ | | _____ |
| secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> _____ | | _____ |
| secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> _____ | | _____ |
| secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> _____ | | _____ |
| d. Number of shares of preferred stock | <u>0</u> | _____ |
| e. Number of shares of common stock | <u>50729373</u> | <u>363</u> |

Comments, if any:

Last audited financials were as of 09/30/2015 3rd Q 10Q. Last bank statements reconciled bookkeeping entries were as of 03/31/2016.

3. Brief description of debtor's business:

STW Resources Holding Corp is a holding company for 4 subsidiary companies involved in the business of reclamation, drilling and resale of water in West Texas.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Stanley T. Weiner 12.67%**Paul DiFrancesco 6.79%**

Fill in this information to identify the case:

Debtor name STW Resources Holding Corp.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number _____
(if known)

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claims resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	GE Ionics, Inc. Po Box 2216 Schenectady, NY 12301-2216	Robinson & Cole, LLP 203-462-7500	Note	Contingent Unliquidated Disputed			11,906,242.00
2	Crown Financial, LLC P.O. Box 219330 Houston, TX 77218	Crown Financial, LLC 281-646-2905	UCC1		\$2,300,000.00	\$54,860.09	\$2,245,139.91
3	United Drilling, Inc. C/O Shafer, Davis, O'Leary & Stoker PO Drawer 1552 Odessa, TX 79760-1552 Attn: James W. Essman	James W. Essman 432-332-0893 jessman@shaferfirm.com	Drilling services	Contingent Unliquidated Disputed			\$1,577,833.33
4	Dufrane Nuclear Shielding, Inc. C/O Darrell W. Corzine 4840 E. University Blvd. Odessa, TX 79762	Darrell W. Corzine 432-367-7271 dcorzine@kmdfirm.com	Judgment lien				\$726,714.85
5	Energy Transfer C/O Keegan Pieper, Assoc. Gen. Counsel 1300 Main Street Mail Stop 20.035C Houston, TX 77002	Keegan Pieper 713-989-7009	General services and maintenance agmt.	Contingent Unliquidated Disputed			\$700,000.00

Debtor **STW Resources Holding Corp.**

Case number (if known) _____

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6	Lynette Dillen C/O Pope, Berger, Williams & Reynolds 401 B Street, Suite 2000 San Diego, CA 92101	Sara J. Waller 619-234-1222	Wages, breach of contract, etc.	Contingent Unliquidated Disputed			\$523,416.46
7	East J4 LP C/O Cotton, Bledsoe, Tighe & Dawson, PC PO Box 2776 Midland, TX 79702	Cotton, Bledsoe, Tighe & Dawso 866-721-6665	Judgment lien				\$412,093.64
8	McNees Wallace & Nurick, LLC 100 Pine Street #5 Harrisburg, PA 17101	McNees, Wallace & Nurick, LLC 717-232-8000	Legal services				\$355,072.12
9	Watson Packer, LLC d/b/a Chief Services 600 N. Big Spring Street Midland, TX 79701	Watson Packer, LLC 432-235-1883	Services	Contingent Unliquidated Disputed			\$270,186.29
10	FirstFire Global Opportunities Fund, LLC C/O Nicolas F. Coscia, Esq. PO Box 789 Cardiff-by-the-Sea, CA	Nicolas F. Coscia, Esq. 619-993-3361 Nick@cosciaSEC.com	Note				\$261,657.53
11	Beard Equipment Co., Inc. C/O The Law Office of Alan A. Aaron 410 West Ohio, Suite 202 Midland, TX 79701	Alan A. Aaron 432-682-3550	Equipment leases				\$228,586.00
12	Viewpoint Securities, LLC 401 West A Street Suite 325 San Diego, CA 92101	Seth Leyton 619-272-2810	Banking services				\$228,170.92
13	LLG Energy Services, LLC d/b/a Moonlight Energy Services C/O Davis, Gerald & Cremer, PC	Jacob M. Davidson 432-687-0011 jmdavidson@dgclaw.com	Lawsuit	Contingent Unliquidated Disputed			\$203,756.88

Debtor **STW Resources Holding Corp.**
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14	Power Up Lending Group, Ltd. C/O Richard S. Naidich, Esq. Naidich Wurman, LLP 111 Great Neck Road,	Richard S. Naidich, Esq. 516-498-2900	Judgment lien				\$193,349.96
15	Miranda CFO Services, Inc. 600 West Broadway, Suite 700 San Diego, CA 92101	Miranda CFO Services, Inc. 619-632-4762	Services				\$189,194.67
16	Oilprice.com C/O Jeffrey T. Hall 1700 Pacific Avenue, Suite 4750 Dallas, TX 75201	Jeffrey T. Hall 214-635-1839 jthallesq@gmail.com	Services	Contingent Unliquidated Disputed			\$150,000.00
17	MDM Worldwide Solutions, Inc. 264 W 40th Street #602 New York, NY 10018	MDM Worldwide Solutions, Inc. 212-643-0417	Services				\$120,000.00
18	Marcum, LLP 750 3rd Avenue, 11th Floor New York, NY 10017	Marcum, LLP 855-626-2861	Services				\$111,157.27
19	Express 4X4 Truck Rental C/O Morris & Adelman, PC PO Box 2235 Bala Cynwyd, PA 19004-	James W. Adelman 215-568-5621 mail@morrisadelman.com	Truck rental				\$89,890.51
20	Seaboard International, Inc. d/b/a Weir Seaboard C/O Ben L. Aderholt 9 Greenway Plaza, Suite 1100	Ben L. Aderholt 713-651-0111	Unsecured	Contingent Unliquidated Disputed			\$80,685.01